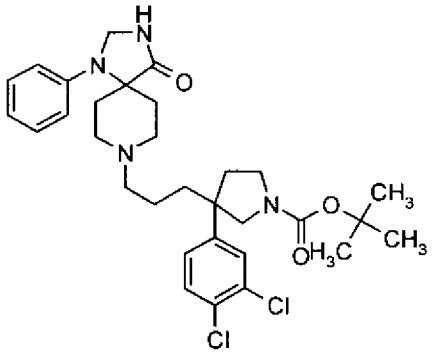
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

In the Claims:

1. (Cancelled).

2. (Previously Presented) A compound or salt thereof selected from the group consisting of



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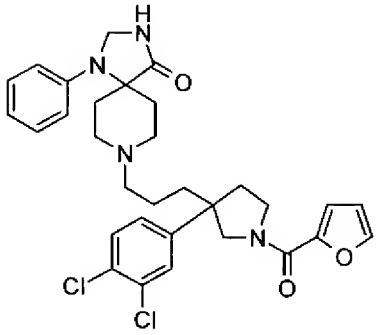

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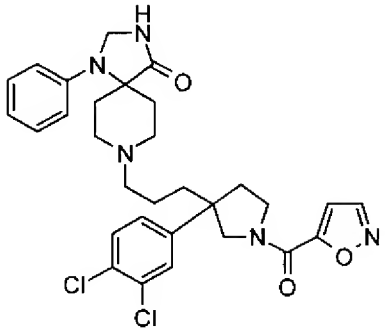

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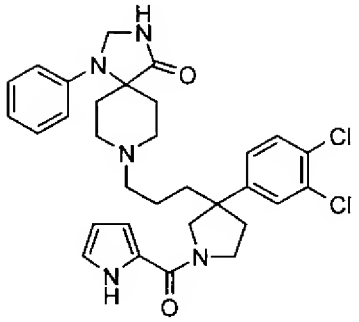

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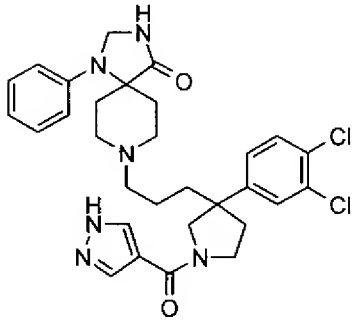

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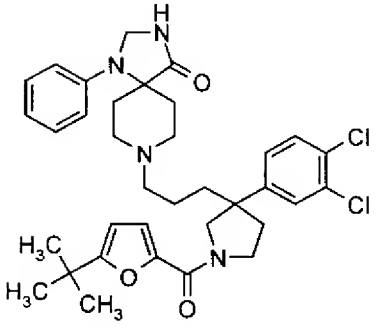

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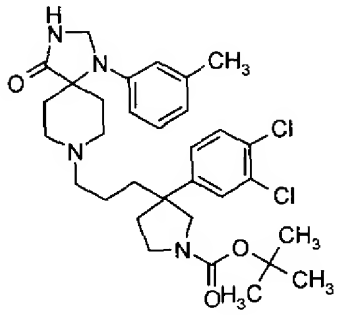

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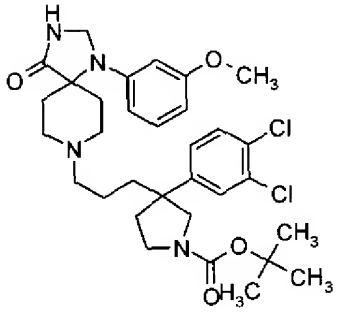

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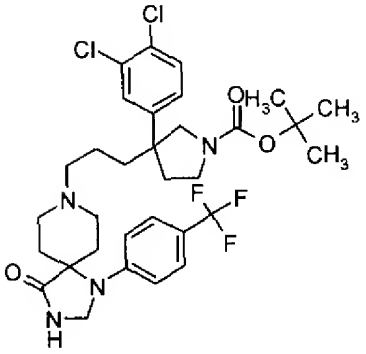

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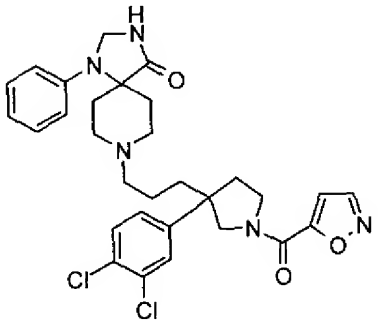

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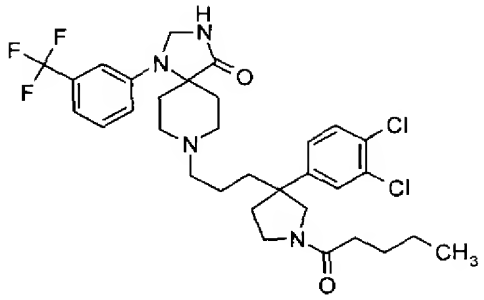

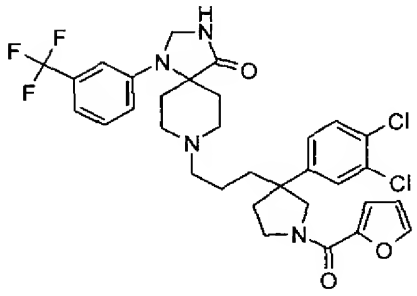

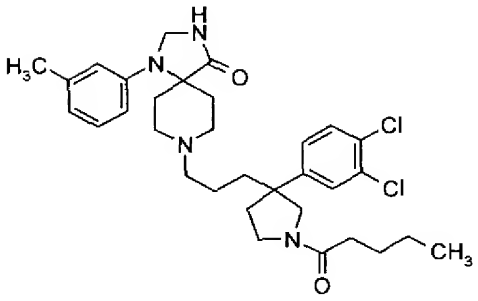

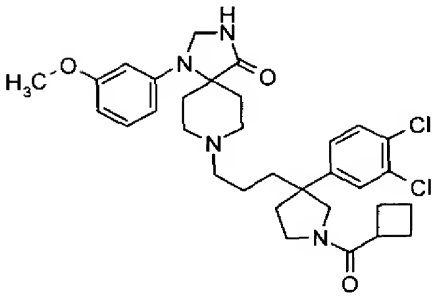

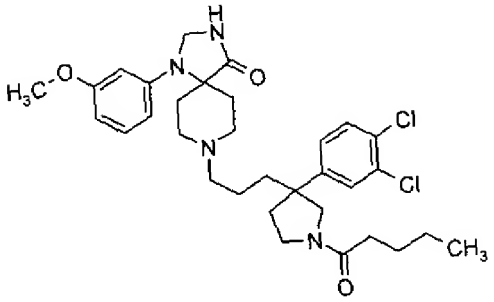

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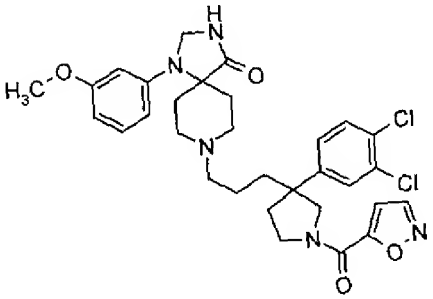

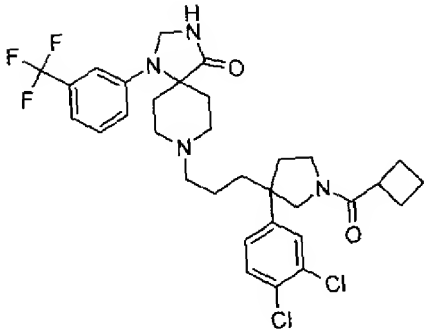

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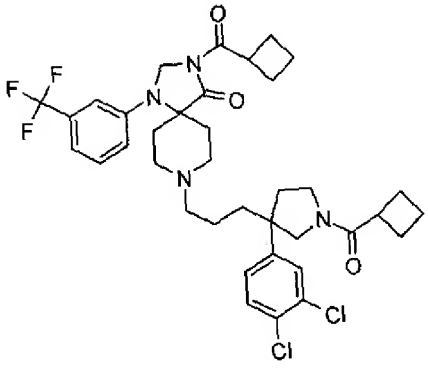

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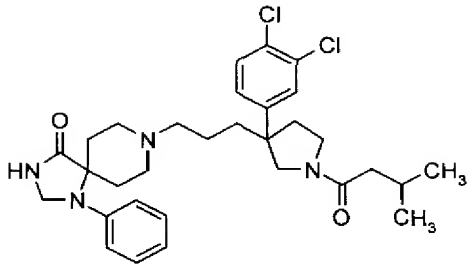

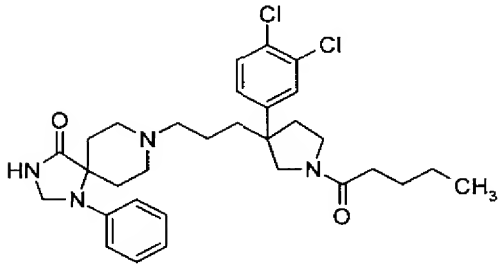

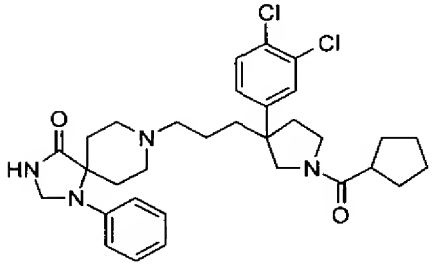

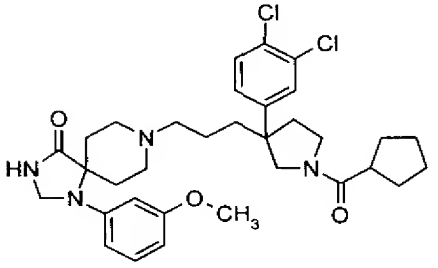

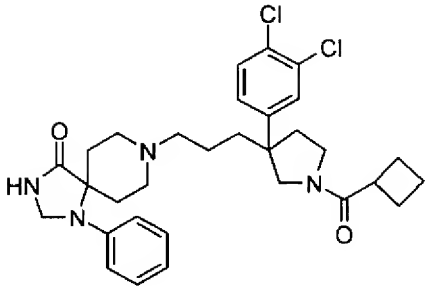

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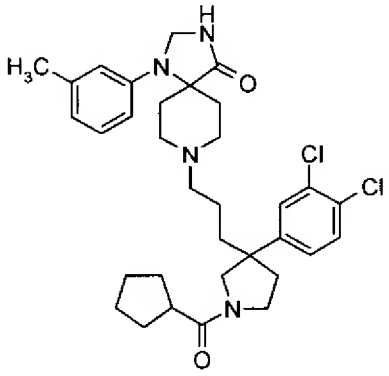

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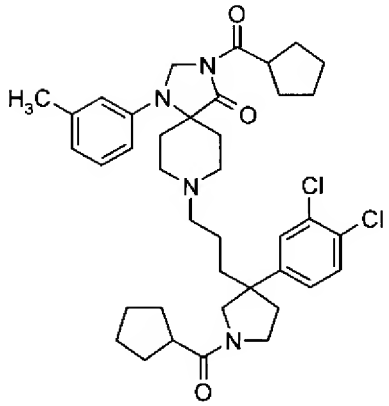

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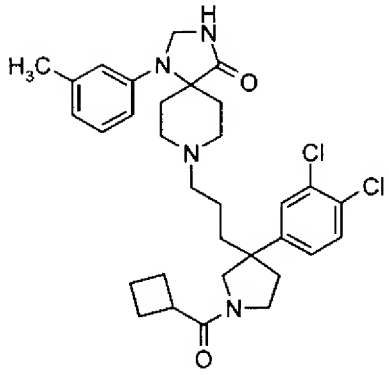

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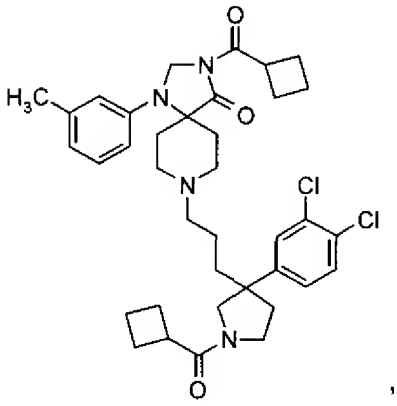

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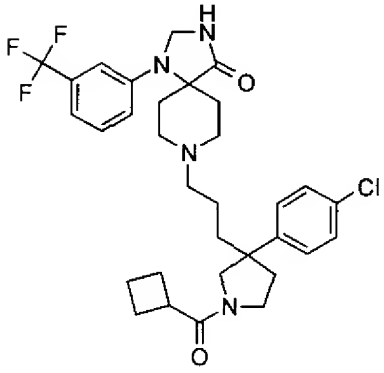

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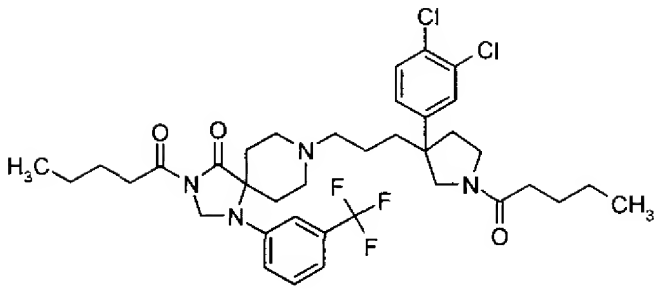

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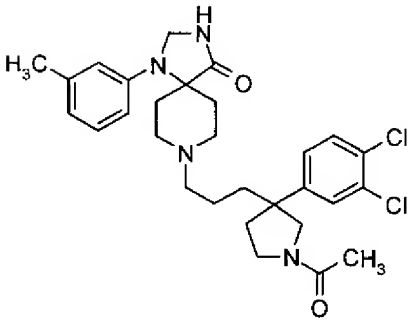

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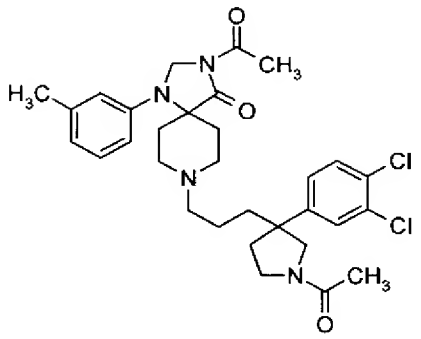

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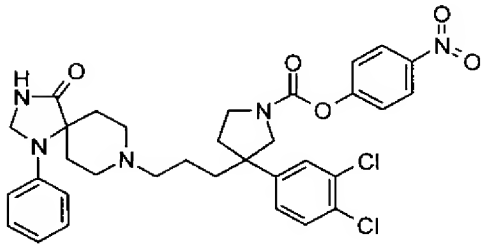

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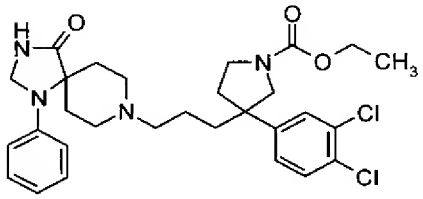

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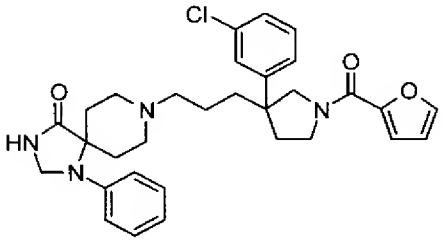

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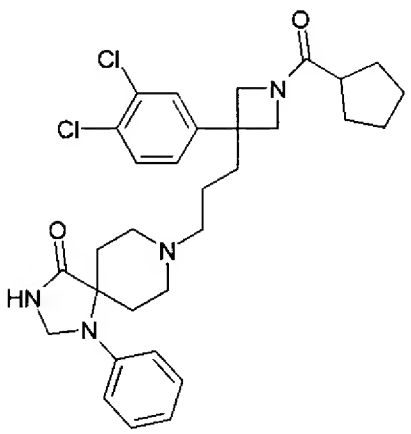

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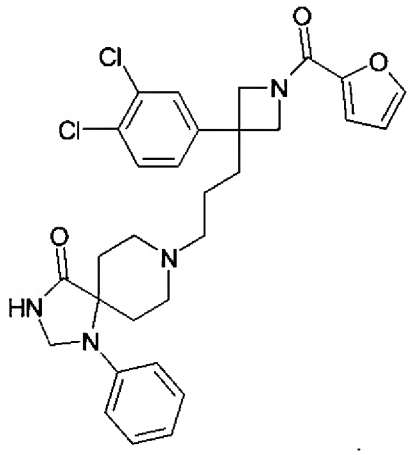


3. (Previously Presented) A compound selected from the group consisting of tert-butyl 3-(3,4-dichlorophenyl)-3-[3-(4-oxo-1-phenyl-1,3,8-triazaspiro[4.5]dec-8-yl)propyl]pyrrolidine-1-carboxylate;

8-{3-[3-(3,4-dichlorophenyl)-1-(2-furoyl)pyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[3-(3,4-dichlorophenyl)-1-(isoxazol-5-ylcarbonyl)pyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[3-(3,4-dichlorophenyl)-1-(1H-pyrrol-2-ylcarbonyl)pyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

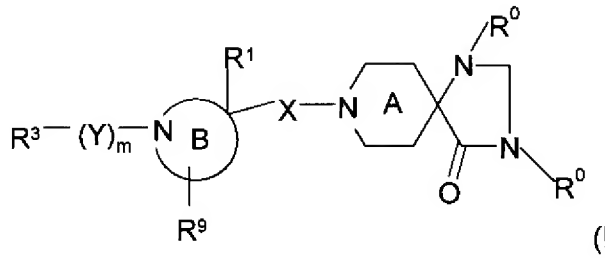
8-{3-[3-(3,4-dichlorophenyl)-1-pentanoylpyrrolidin-3-yl]propyl}-1-[3-(trifluoromethyl)phenyl]-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[3-(3,4-dichlorophenyl)-1-(2-furoyl)pyrrolidin-3-yl]propyl}-1-[3-(trifluoromethyl)phenyl]-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[1-(cyclobutylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]propyl}-1-[3-(trifluoromethyl)phenyl]-1,3,8-triazaspiro[4.5]decan-4-one;
8-{3-[3-(3,4-dichlorophenyl)-1-pentanoylpyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;
8-{3-[1-(cyclopentylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;
8-{3-[1-(cyclobutylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;
8-{3-[1-(cyclobutylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]propyl}-1-(3-methylphenyl)-1,3,8-triazaspiro[4.5]decan-4-one;
3-acetyl-8-{3-[1-acetyl-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]propyl}-1-(3-methylphenyl)-1,3,8-triazaspiro[4.5]decan-4-one;
8-(2-{[3-(3,4-dichlorophenyl)-1-(2-furoyl)pyrrolidin-3-yl]oxy}ethyl)-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;
8-(2-{[1-(cyclopentylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]oxy}ethyl)-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;
8-(2-{[1-acetyl-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]oxy}ethyl)-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;
8-(2-{[3-(3,4-dichlorophenyl)-1-(2-furoyl)pyrrolidin-3-yl]oxy}ethyl)-1-(3-methoxyphenyl)-1,3,8-triazaspiro[4.5]decan-4-one;
8-(2-{[1-(cyclopentylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]oxy}ethyl)-1-(3-methoxyphenyl)-1,3,8-triazaspiro[4.5]decan-4-one; and
8-(2-{[1-acetyl-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]oxy}ethyl)-1-(3-methoxyphenyl)-1,3,8-triazaspiro[4.5]decan-4-one.

4.-47. (Cancelled).

48. (Currently Amended) A compound of formula (I)



(I)

and pharmaceutically acceptable derivatives thereof, wherein

X is $(CH_2)_3$;

Ring A is a saturated, 6-membered monocyclic ring having one ring nitrogen;

Ring B is a saturated 4 or 5 membered ring containing the depicted ring nitrogen;

R^1 is a phenyl or a phenyl substituted with mono- or di- halogen;

Y is -C(O)- or -C(O)-O, and m is 1;

R^3 is H, $-N(R^0)_2$, $-N(R^0)C(O)R^0$, -CN, halogen, CF_3, alkyl optionally substituted by one or more groups selected from R^7 or -S-aryl optionally substituted by $-(CH_2)_{1-6}-N(R^0)SO_2(R^0)$, alkenyl optionally substituted by one or more groups selected from R^7 or -S-aryl optionally substituted by $-(CH_2)_{1-6}-N(R^0)SO_2(R^0)$, alkynyl optionally substituted by one or more groups selected from R^7 or -S-aryl optionally substituted by $-(CH_2)_{1-6}-N(R^0)SO_2(R^0)$, cycloalkyl or carbocyclyl optionally substituted by one or more R^8, ~~aryl optionally substituted by one or more R^6, heteroaryl optionally substituted by one or more R^6,~~ or heterocyclyl optionally substituted by one or more R^8;

each R^6 is independently selected from the group consisting of halogen, $-CF_3$, $-OCF_3$,

$-OR^0$, $-(CH_2)_{1-6}-OR^0$, $-SR^\circ$, $-(CH_2)_{1-6}-SR^0$, $-SCF_3$, $-R^0$, methylenedioxy, ethylenedioxy, $-NO_2$, -CN, $-(CH_2)_{1-6}-CN$, $-N(R^0)_2$, $-(CH_2)_{1-6}-N(R^0)_2$, $-NR^\circ C(O)R^0$, $-NR^0(CN)$, $-NR^0C(O)N(R^0)_2$, $-NR^\circ C(S)N(R^0)_2$, $-NR^\circ CO_2R^0$, $-NR^0NR^0C(O)R^0$,

$-NR^0NR^0C(O)N(R^0)_2$, $-NR^0NR^0CO_2R^0$, $-C(O)C(O)R^0$, $-C(O)CH_2C(O)R^0$, $-(CH_2)_{0-6}CO_2R^0$, -O-$C(O)R^0$, $-C(O)R^0$, $-C(O)N(R^0)N(R^0)_2$, $-C(O)N(R^0)_2$, $-C(O)N(R^0)OH$, $-C(O)N(R^0)SO_2R^0$, $-OC(O)N(R^0)_2$, $-S(O)_tR^0$, $-S(O)_t-OR^0$, $-S(O)_tN(R^0)C(O)R^0$, $-S(O)_tN(R^0)OR^0$, $-NR^0SO_2N(R^0)_2$, $-NR^0SO_2R^0$, $-C(=S)N(R^0)_2$, $-C(=NH)-N(R^0)_2$, $-(CH_2)_{1-6}-C(O)R^0$, $-C(=N-OR^0)-N(R^0)_2$, -O-$(CH_2)_{0-6}-SO_2N(R^0)_2$,

$-(CH_2)_{1-6}$-$NHC(O)R^0$, and $-SO_2N(R^0)_2$ wherein the two R^0s on the same nitrogen are optionally taken together to form a 5-8 membered saturated, partially saturated, or aromatic ring having additional 0-4 heteroatoms selected from oxygen, phosphorus, nitrogen, or sulfur;

each R^7 is independently selected from the group consisting of halogen, $-CF_3$, $-R^0$, $-OR^0$, $-OCF_3$, $-(CH_2)_{1-6}$-OR^0, $-SR^0$, $-SCF_3$, $-(CH_2)_{1-6}$-SR^0, aryl optionally substituted by R^6, methylenedioxy, ethylenedioxy, $-NO_2$, $-CN$, $-(CH_2)_{1-6}$-CN, $-N(R^0)_2$, $-(CH_2)_{1-6}$-$N(R^0)_2$, $-NR^0C(O)R^0$, $-NR^0(CN)$, $-NR^0C(O)N(R^0)_2$, $-N(R^0)C(S)N(R^0)_2$, $-NR^0CO_2R^0$, $-NR^0NR^0C(O)R^0$, $-NR^0NR^0C(O)N(R^0)_2$, $-NR^0NR^0CO_2R^0$, $-C(O)C(O)R^0$, $-C(O)CH_2C(O)R^0$, $-(CH_2)_{0-6}$-CO_2R^0, $-C(O)R^0$, $-C(O)N(R^0)N(R^0)_2$, $-C(O)N(R^0)_2$, $-C(O)N(R^0)OH$, $-OC(O)R^0$, $-C(O)N(R^0)SO_2R^0$, $-OC(O)N(R^0)_2$, $-S(O)_tR^0$, $-S(O)_t$-OR^0, $-S(O)_tN(R^0)C(O)R^0$, $-S(O)_tN(R^0)OR^0$, $-NR^0SO_2N(R^0)_2$, $-NR^0SO_2R^0$, $-C(=S)N(R^0)_2$, $-C(=NH)$-$N(R^0)_2$, $-(CH_2)_{1-6}$-$C(O)R^0$, $-C(=N$-$OR^0)$-$N(R^0)_2$, $-O$-$(CH_2)_{0-6}$-$SO_2N(R^0)_2$, $-(CH_2)_{1-6}$-$NHC(O)R^0$, and $-SO_2N(R^0)_2$ wherein the two R^0s on the same nitrogen are optionally taken together to form a 5-8 membered saturated, partially saturated, or aromatic ring having additional 0-4 heteroatoms selected from oxygen, phosphorus, nitrogen, or sulfur;

each R^8 is independently selected from R^7, =O, =S, $=N(R^0)$, and =N(CN);

R^9 is H;

each R^0 is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, carbocyclylalkyl, aryl, heteroaryl, aralkyl, heteroaralkyl, heterocyclyl, and heterocyclylalkyl, wherein each member of R^0 except H is optionally substituted by one or more R*, OR^*, $N(R^*)_2$, =O, =S, halo, CF_3, NO_2, CN, $-C(O)R^*$, $-CO_2R^*$, -C(O)-aryl, -C(O)-heteroaryl, -C(O)-aralkyl, $-S(O)_t$-aryl, $-S(O)_t$-heteroaryl, $-NR^*SO_2R^*$, $-NR^*C(O)R^*$, $-NR^*C(O)N(R^*)_2$, $-N(R^*)C(S)N(R^*)_2$, $-NR^*CO_2R^*$, $-NR^*NR^*C(O)R^*$, $-NR^*NR^*C(O)N(R^*)_2$, $-NR^*NR^*CO_2R^*$, $-C(O)C(O)R^*$, $-C(O)CH_2C(O)R^*$, $-C(O)N(R^*)N(R^*)_2$, $-C(O)N(R^*)_2$, $-C(O)NR^*SO_2R^*$, $-OC(O)N(R^*)_2$, $-S(O)_tR^*$, $-NR^*SO_2N(R^*)_2$, $-SO_2N(R^*)_2$ wherein the two R*s on the same nitrogen are optionally taken together to

form a 5-8 membered saturated, partially saturated or aromatic ring having additional 0-4 heteroatoms selected from oxygen, phosphorus, nitrogen or sulfur;

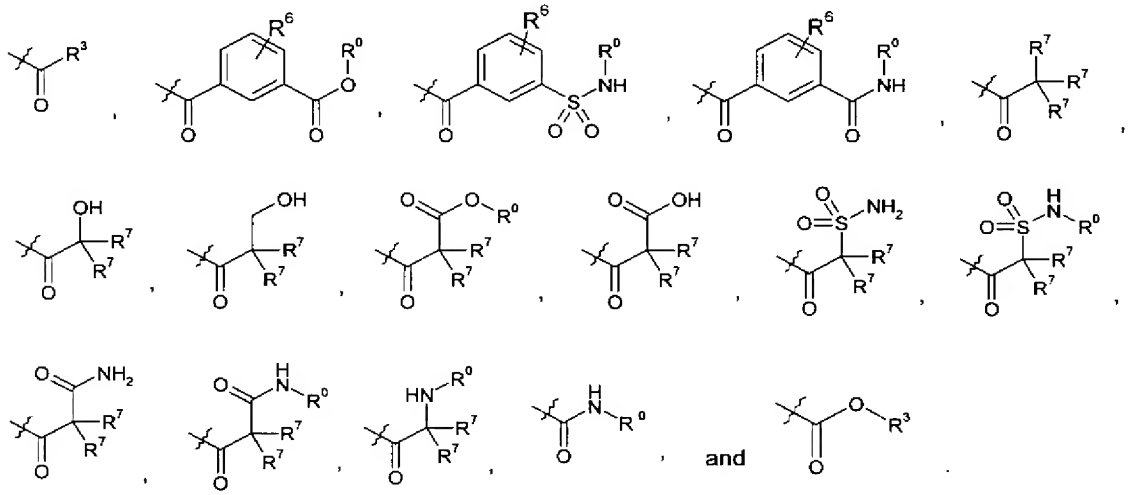
each R* is independently H, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, or heteroaryl.

49. (New) The compound of claim 48 wherein the B ring is pyrrolidine.

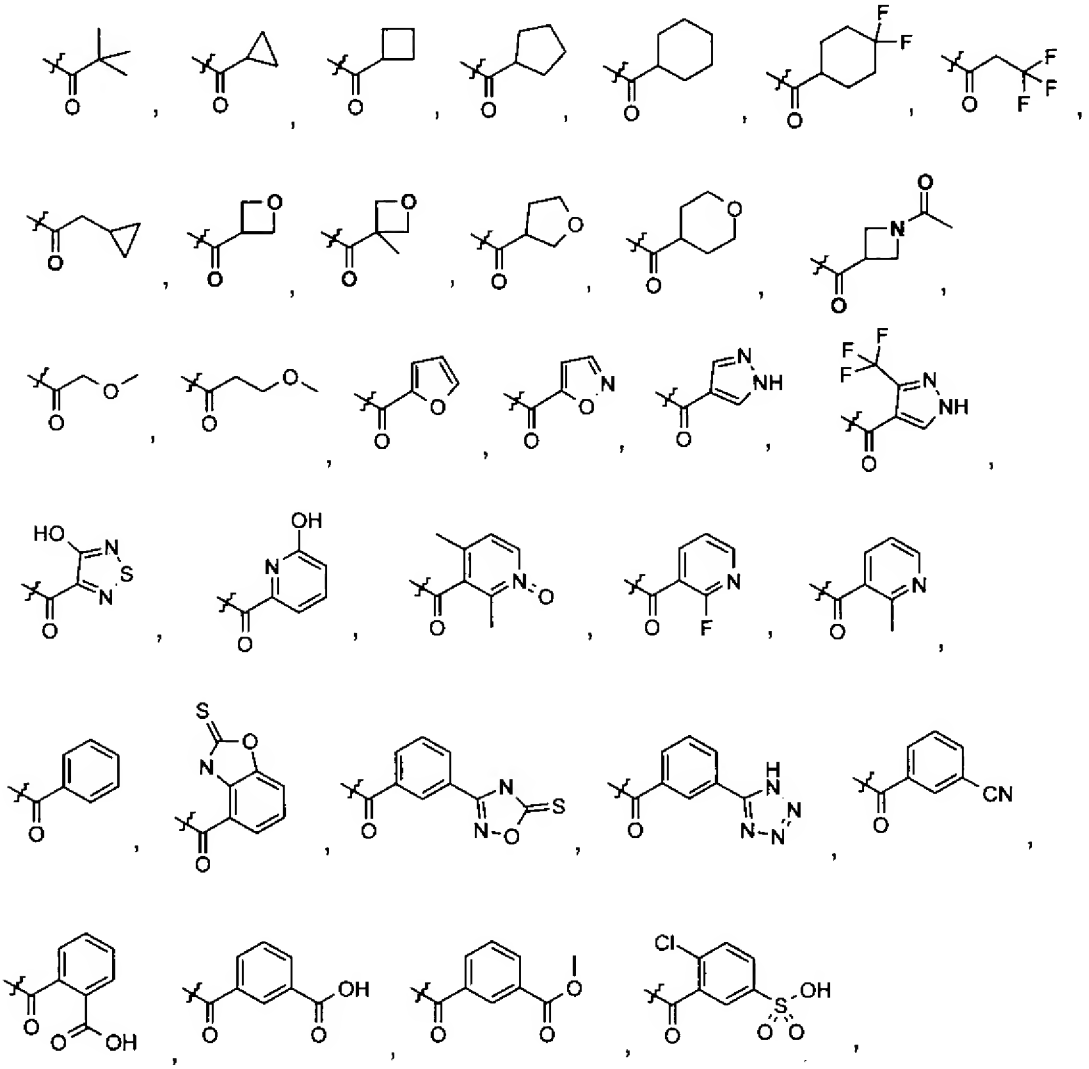
50. (New) The compound of claim 48 wherein R^1 is phenyl mono- or di-substituted with halogen.

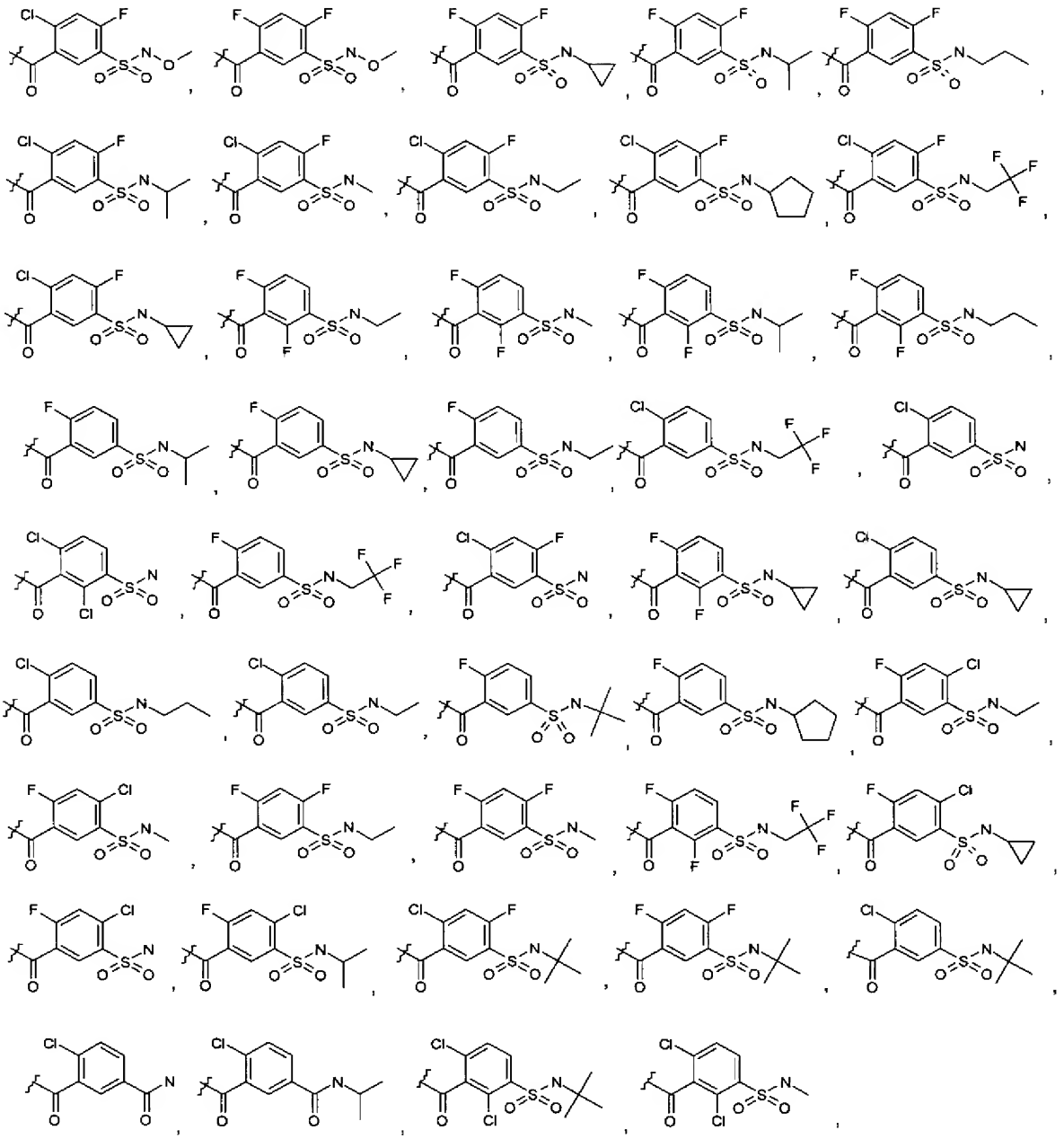
51. (New) The compound of claim 48 wherein R^1 is phenyl di-substituted with Cl.

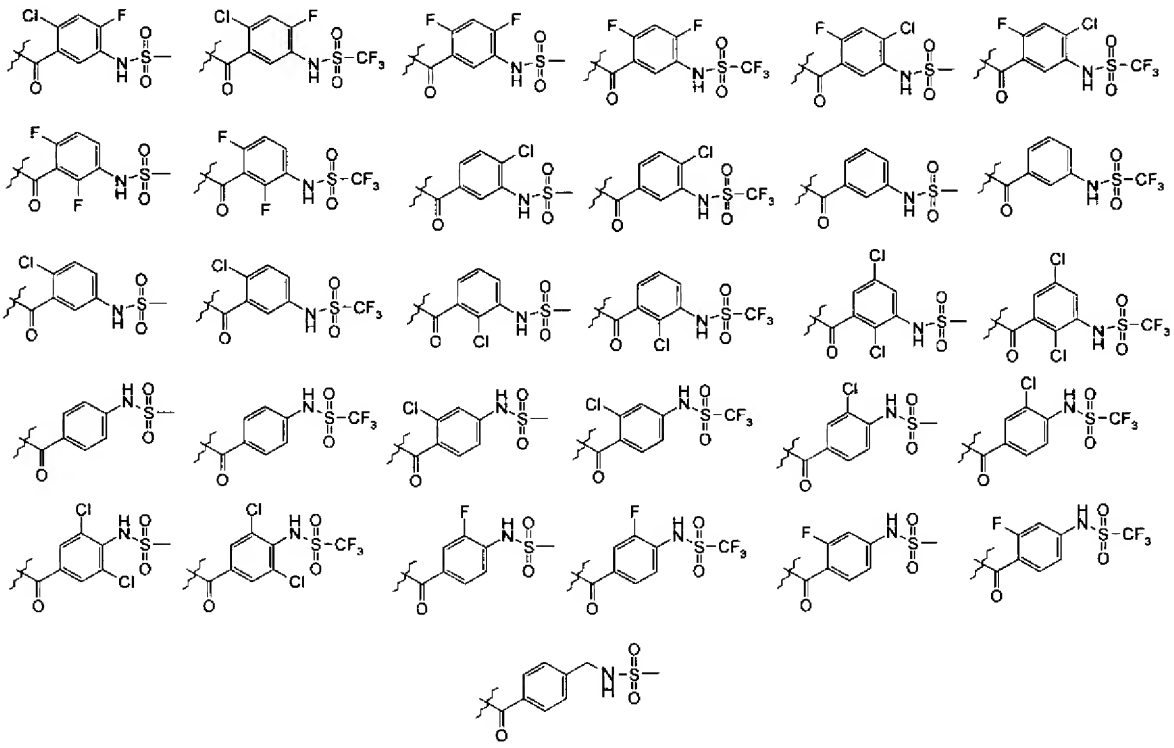
52. (New) The compound of claim 48 wherein $-(Y)_m-R^3$ is selected from the group consisting of

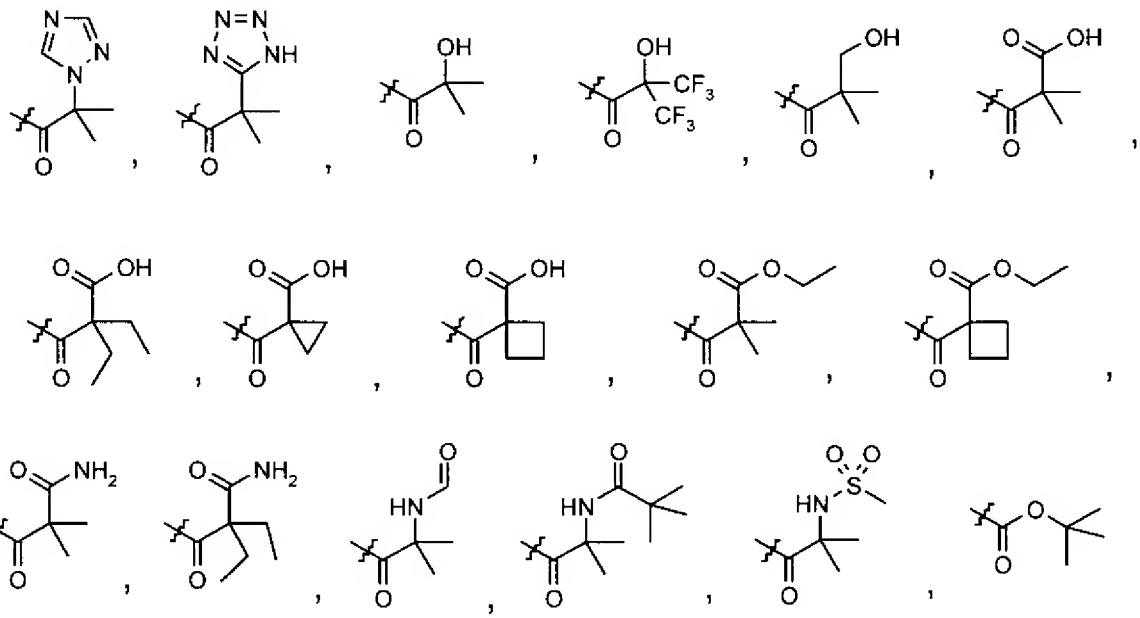


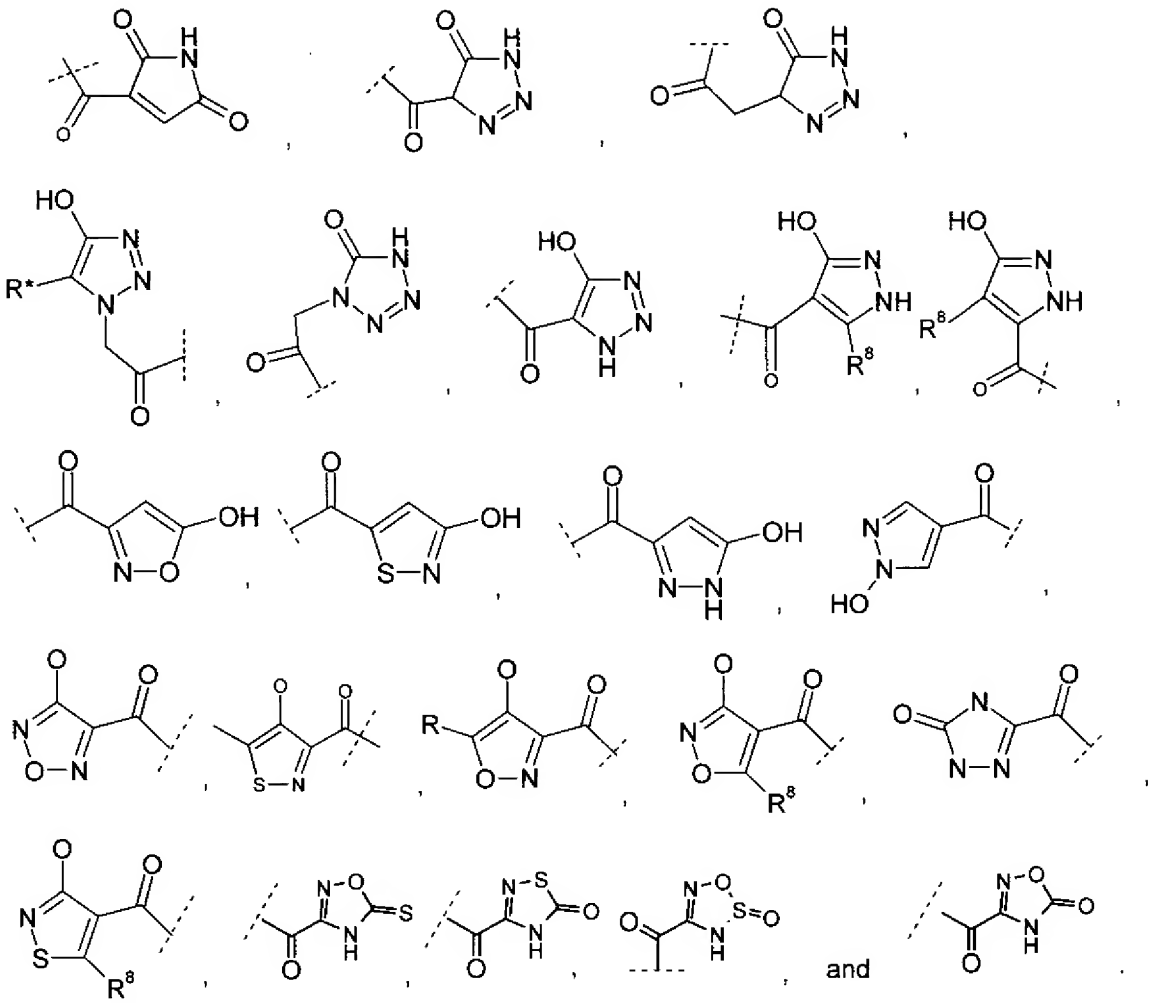
53. (New) The compound of claim 48 wherein $-(Y)_m-R^3$ is selected from the group consisting of







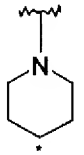




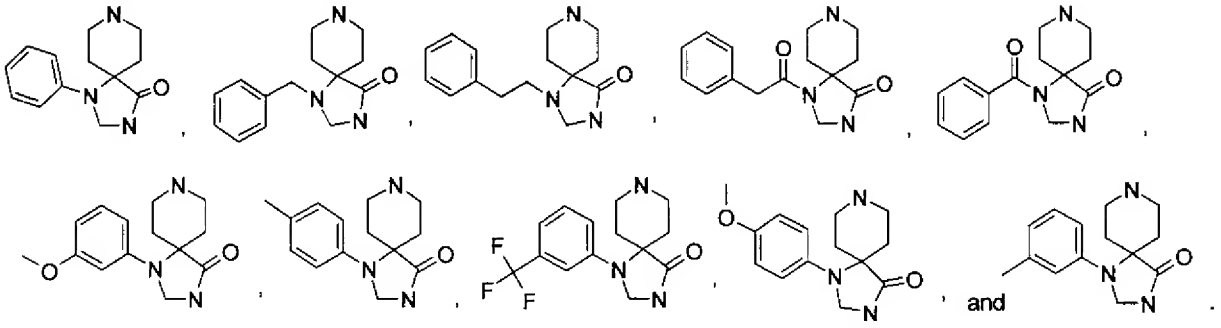
54. (New) The compound of claim 48 wherein m is 1, Y is –C(O)-, and R^3 is either aryl or heteroaryl, wherein said aryl or heteroaryl is optionally substituted, with an optionally substituted alkyl, or an optionally substituted cycloalkyl.

55. (New) The compound of claim 48 wherein m is 1, Y is –C(O)O-, and R^3 is optionally substituted alkyl or optionally substituted aryl.

56. (New) The compound of claim 48 wherein the A ring, with an asterisk indicating the point of substitution, is



57. (New) The compound of claim 48 wherein the A ring in combination with R^2 is selected from the group consisting of



58. (New) A pharmaceutical composition comprising a pharmaceutically effective amount of a compound according to claim 48 together with a pharmaceutically acceptable carrier.

59. (New) The pharmaceutical composition according to claim 58 in the form of a tablet or capsule.

60. (New) The pharmaceutical composition according to claim 58 in the form of a liquid.